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SURFACE
TRANSPORTATION BOARD

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July 23, 2012

232592

BY HAND DELIVERY

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

Re: STB Finance Docket No. 35649, DMH Trust fbo Martha M. Head --
Acquisition of Control Exemption -- Red River Valley & Western
Railroad and Rutland Line, Inc.

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceedings are an original and 10 copies of the verified notice of exemption of the DMH Trust fbo Martha M. Head, pursuant to 49 C.F.R. § 1180.2(d)(2).

Also enclosed are (1) a check in the amount of \$1,300 to cover the filing fee for this proceeding, and (2) twenty additional copies of the map, pursuant to 49 C.F.R. § 1180.6(a)(6).

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Sincerely,

Rose-Michele Nardi
Rose-Michele Nardi

Enclosures

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**SURFACE
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35649

**DMH TRUST FBO MARTHA M. HEAD
- ACQUISITION OF CONTROL EXEMPTION -
RED RIVER VALLEY & WESTERN RAILROAD
AND RUTLAND LINE, INC.**

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VERIFIED NOTICE OF EXEMPTION

Pursuant to 49 CFR § 1180.2(d)(2), DMH Trust fbo Martha M. Head (the "Trust")
files this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323.

1. Name, Business Address and Phone Number:

DMH Trust fbo Martha M. Head
Thomas V. Seifert, Co-Trustee
Seifert Law, PLLC
15250 Wayzata Boulevard, Suite 103
Wayzata, MN 55391
(952) 358-3585

Counsel for Correspondence:

Rose-Michele Nardi
Weiner Brodsky Sidman Kider PC
1300 19th Street, NW
Fifth Floor
Washington, DC 20036
(202) 628-2000

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2. Brief Summary of Proposed Transaction:

The Trust, a non-carrier entity, seeks authority to control Red River Valley &
Western Railroad ("RRVW") and Rutland Line, Inc ("RLI"), both Class III railroads.
RLI is a wholly-owned subsidiary of RRVW. These two railroads connect at or near

Breckenridge, Minnesota.

Prior to his death in February 2011, Douglas M. Head owned all the controlling shares of voting stock of RRVW (and thereby also indirectly controlled RLI). Upon his death, Mr. Head's RRVW stock continued to be held by his estate. In January 2012, the RRVW stock held by Mr. Head's estate was distributed to the Trust. At the time of such transfer, the Trust did not seek the authority of the Surface Transportation Board to control RRVW and RLI. To the extent that the Trust requires such authority, the Trust now seeks this authority.

The Trust does not own or control any other rail carriers. Accordingly, RRVW and RLI will not connect with any rail lines owned or controlled by the Trust. The transfer of control from the estate of Douglas M. Head to the Trust also is not part of a series of anticipated transactions that would connect any railroad owned or controlled by the Trust with RRVW or RLI, or that would provide an additional connection between RRVW or RLI. In addition, there are no class I carriers involved.¹

3. Proposed Consummation Schedule:

As noted above, the transfer of control has been completed. The exemption is expected to become effective as of August 22, 2012.

4. Purpose of Transaction:

The subject transaction distributed RRVW shares from the estate of Douglas M. Head to the Trust. Transfer of the shares out of the estate of Douglas M. Head complied

¹ For the use of a notice of exemption under similar facts, *see* STB Finance Docket No. 34972, *Fortress Investment Group LLC, Et Al, -- Control Exemption -- Rail America, Inc., Et Al.*, dated Dec. 22, 2006.

with the order of the Hennepin County District Court directing such transfer and allowed completion of the probate of the estate.

5. States Where Property Located:

Both RRVW and RLI operate in Minnesota and North Dakota.

6. Maps of Lines:

A map of RRVW and RLI is attached as Exhibit A.

7. Agreement.

Attached as Exhibit B is the Assignment of Common Stock of Red River Valley & Western Railroad Company, dated January 3, 2012.

8. Labor protection:

No labor protection may be imposed in this case, as the only rail carriers involved in this transaction are class III rail carriers. *See* 49 U.S.C. § 11326(c).

9. Interchange Commitments:

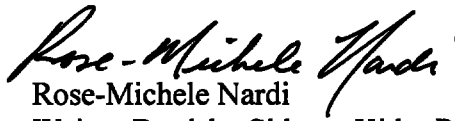
The Trust's acquisition of control of RRVW and RLI does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier.

10. Environmental issues:

Under 49 CFR § 1105.6(c)(2)(i), environmental documentation normally will not be prepared for an action that will not exceed the thresholds set forth in 49 CFR §§ 1105.7(e)(4) or 1105.7(e)(5). The Trust's acquisition of control of RRVW and RLI will not result in changes in carrier operations that exceed the above-referenced thresholds. Therefore, no environmental documentation is required for this Verified Notice of Exemption.

Similarly, no historic documentation is required for this Verified Notice of Exemption because the transfer of control "will not substantially change the level of maintenance of railroad property". 49 C.F.R § 1105.8(b)(3). *See also* Finance Docket No. 35343, *Susquehanna Union Railroad Company -- Control Exemption -- North Shore Railroad Company, Et. Al.*, served January 11, 2011.

Respectfully submitted,


Rose-Michele Nardi
Weiner Brodsky Sidman Kider PC
1300 19th Street, NW
Fifth Floor
Washington, DC 20036

Attorneys for:

DMH Trust fbo Martha M. Head

Dated: July 23, 2012

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

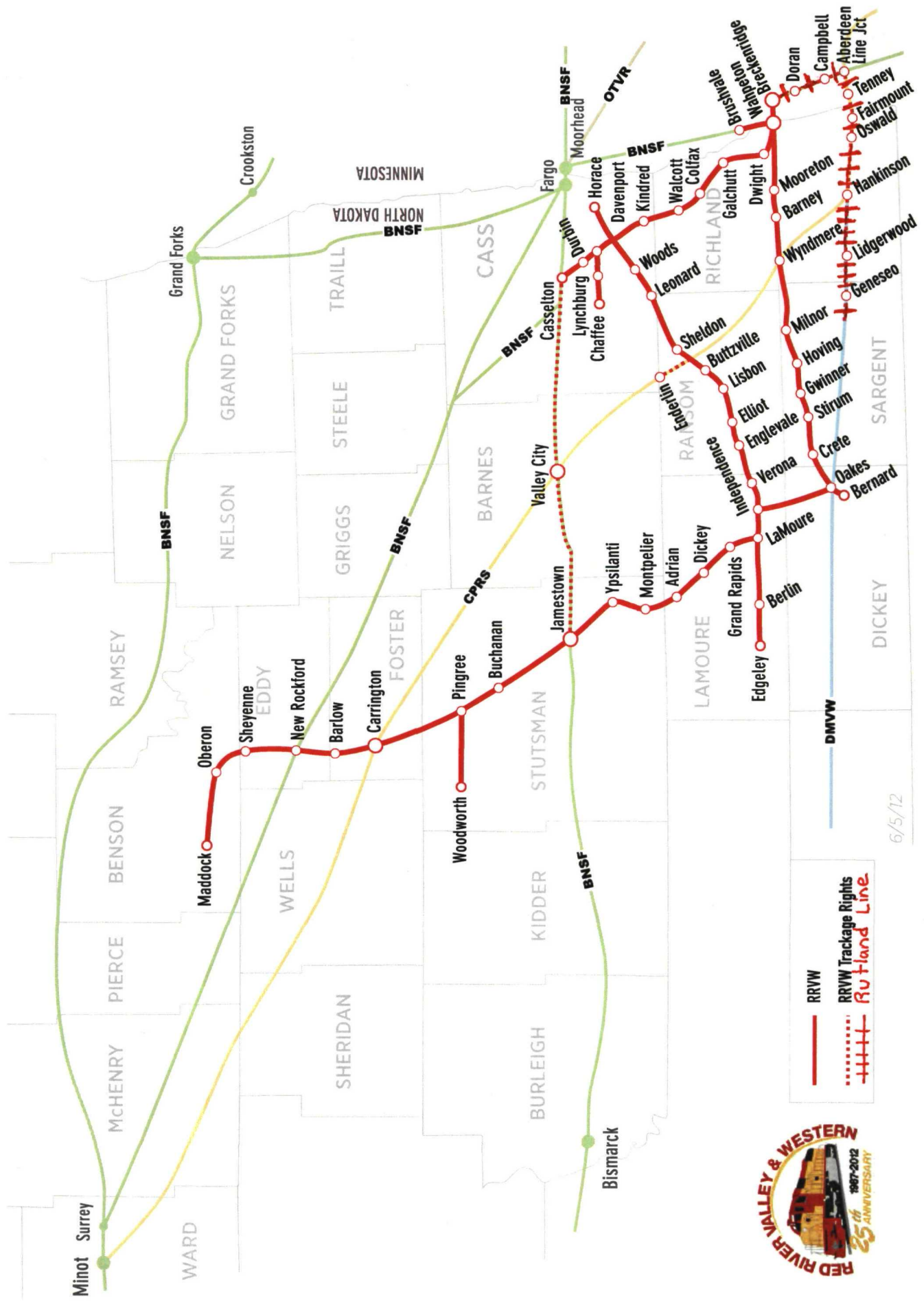
STB FINANCE DOCKET NO. 35649

**DMH TRUST FBO MARTHA M. HEAD
– ACQUISITION OF CONTROL EXEMPTION –
RED RIVER VALLEY & WESTERN RAILROAD
AND RUTLAND LINE, INC.**

EXHIBIT A

MAP OF RRVW AND RLI

Red River Valley & Western Railroad Company



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 35649

**DMH TRUST FBO MARTHA M. HEAD
– ACQUISITION OF CONTROL EXEMPTION –
RED RIVER VALLEY & WESTERN RAILROAD
AND RUTLAND LINE, INC.**

EXHIBIT B

ASSIGNMENT

**ASSIGNMENT OF COMMON STOCK
OF RED RIVER VALLEY & WESTERN RAILROAD COMPANY**

Martha M. Head and Thomas V. Seifert, as personal representatives of the Estate of Douglas M. Head, deceased, hereby transfer and assign to Martha M. Head and Thomas V. Seifert, as trustees of the DMH Trust fbo Martha M. Head created under the Will of Douglas M. Head dated March 4, 2010, all right, title and interest in all of the shares of Common Stock of Red River Valley & Western Railroad Company (the "Company") represented by Certificates nos. 1 and 4, and hereby irrevocably constitute and appoint Thomas V. Seifert, counsel to the Company, to transfer said stock on the books of the Company with full power of substitution in the premises.

Dated: January 3, 2012



Personal Representative

Dated: January 3, 2012


Personal Representative

ACCEPTANCE OF ASSIGNMENT:

Dated: January 3, 2012


Trustee

Dated: January 3, 2012


Trustee

VERIFICATION

I, Thomas V. Seifert, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to cause this Verified Notice of Exemption to be filed.


Thomas V. Seifert

Dated: July 23, 2012